

Southern Pacific Transportation Company

THORMUND A. MILLER
GENERAL COMMERCE COUNSEL

JOHN J. CORRIGAN
GENERAL SOLICITOR

ARNOLD I. WEBER
JOHN MACDONALD SMITH
JAMES J. TRABUCCO
SENIOR GENERAL ATTORNEYS

LARRY W. TELFORD
ROBERT S. BOGASON
DOUGLAS E. STEPHENSON
RICHARD S. KOPF
MICHAEL A. SMITH
LOUIS P. WARCHOT
GREG CUNNINGHAM
WILLIAM E. SAUL
MADELEINE E. SLOANE
GENERAL ATTORNEYS

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

Southern Pacific Building • One Market Plaza
San Francisco, California 94105
(415) 541-1000

RECORDATION NO. 10631-F Filed 12/6/83

WILLIAM R. DENTON
VICE PRESIDENT AND GENERAL COUNSEL

DEC 6 1983 - 2 40 PM

November 30, 1988 INTERSTATE COMMERCE COMMISSION

3-340A174

No.

Date DEC 6 1983.....

Fee \$ 10.00.....

ICC Washington, D. C.

HAROLD S. LENTZ
DAVID W. LONG
CAROL A. HARRIS
STUART E. VAUGHN
CRAIG J. WHITNEY
ANN FINGARETTE HASSE
JOHN K. WYMA
ASSISTANT GENERAL ATTORNEYS

GARY A. LAAKSO
JONATHAN M. FIL
DORENE M. CURTIS
DAVID A. GOLD
STEPHEN A. ROBERTS
W. GEORGE WAILES
CURT A. SCHULTZ
LAWRENCE P. RIFF
NANCY ZELLERBACH
WAYNE M. BOLIO
ATTORNEYS

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: ICC Finance Docket No. 29063 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 75

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, four (4) executed counterparts of Fifth Supplement to Equipment Trust dated as of October 31, 1983, to Equipment Trust Agreement, Series No. 75, dated as of July 1, 1979, creating Southern Pacific Transportation Company Equipment Trust, Series No. 75, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1979, recorded on July 16, 1979, at 3:25 PM, assigned Recordation No. 10631;

First Supplement to Equipment Trust Agreement dated as of August 15, 1979, recorded on August 20, 1979, at 3:30 PM, assigned Recordation No. 10631-A;

Second Supplement to Equipment Trust Agreement dated as of September 19, 1979, recorded on September 20, 1979, at 4:20 PM, assigned Recordation No. 10631-B;

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10631-A
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Third Supplement to Equipment Trust Agreement dated as of October 15, 1979, recorded on November 5, 1979, at 2:55 PM, assigned Recordation No. 10631-C; and

Fourth Supplement to Equipment Trust Agreement dated as of December 20, 1979, recorded on December 31, 1979, at 2:15 PM, assigned Recordation No. 10631-D.

In connection with the recording of the Fifth Supplement to Equipment Trust dated as of October 31, 1983, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by Fifth Supplement to Equipment Trust:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive, General Motors Corp. (Electro-Motive Division) builder; lettered SP and numbered 1505; GRIP date - July, 1979.
1	Diesel Locomotive, General Motors Corp. (Electro-Motive Division) builder; lettered SP and numbered 1515; GRIP date - January, 1980.

When the recording of the Fifth Supplement to Equipment Trust has been completed, will you kindly endorse, with the pertinent recording information, all certified counterparts thereof which are presented to you by our representative herewith, and return three of the same to her.

Very truly yours,

James J. Trabucco
James J. Trabucco

Enclosures

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INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 75

FIFTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of October 31, 1983

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirty-first day of October, 1983, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of July 1, 1979, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 75 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") which has been destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described,

free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 75, the railroad equipment hereinafter described, to wit:


<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive, General Motors Corp. (Electro-Motive Division) builder; lettered SP and numbered 1505; GRIP date - July, 1979.
1	Diesel Locomotive, General Motors Corp. (Electro-Motive Division) builder; lettered SP and numbered 1515; GRIP date - January, 1980.

TO HAVE AND TO HOLD, as part of the Trust Equipment,
subject to all of the terms and conditions of the Equipment
Trust.

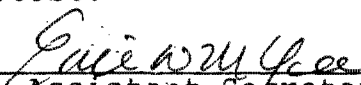
This Fifth Supplement may be simultaneously executed
in several counterparts, each of which so executed shall be
deemed to be an original, and such counterparts together
shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance
with the terms and conditions of the Equipment Trust, and
the Company, pursuant to due corporate authority, have
caused these presents to be signed in their respective
corporate names and their respective corporate seals to be
hereunto affixed, duly attested, as of the day and year
first above written.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Assistant Vice President

Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Assistant Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 31st day of October, 1983, before me personally appeared R. W. SEIFERT, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Lizane N. Mc Corry
Notary Public

LYNNE N. MCCORMY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986

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 CATHERINE B. TALLEY
NOTARY PUBLIC-CALIFORNIA
PRINCIPAL PLACE OF BUSINESS IN
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires Oct. 8, 1987

Catherine B. Selley
Notary Public